

HELM

FINANCIAL CORPORATION

2-029A014

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

January 28, 1992

RECEIVED BY 17685

JAN 29 1992 -2 30 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed is a Memorandum of Lease of Railroad Equipment dated as of December 31, 1991 between the following parties:

Lessor: HM Joint Venture
One Embarcadero Center 35th Floor
San Francisco, CA 94111

Lessee: Teco Transport and Trade Corporation
5405 W. Cypress Street, Suite 300
Tampa, Florida 33622-2048

The equipment involved in this transaction is as follows:

Equipment: (165) Open Top Coal Hoppers
See Annex A for Car Numbers

Please file this agreement as a primary document. The filing fee of \$16 is enclosed. Thank you.

Sincerely,

Karen Rahnasto

Karen Rahnasto
Fleet Operations Administrator

Enclosures

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MOTOR OPERATING UNIT
JAN 29 2 27 PM '92

Interstate Commerce Commission
Washington, D.C. 20423

1/30/92

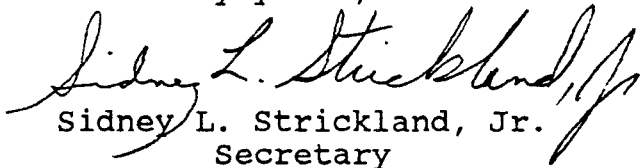
OFFICE OF THE SECRETARY

Karen Rahnasto
Fleet Operations Administrator
Helm Financial Corporation
One Embarcadero Center
San Francisco, California 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/29/92 at 2:35pm, and assigned recordation number(s). 17685

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17685

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF
LEASE OF RAILROAD EQUIPMENT

THIS MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT is intended to evidence the Lease of Railroad Equipment, dated as of December 31, 1991 (the "Lease") between HM Joint Venture, a joined venture organized under the laws of the State of California (the "Lessor"), and TECO Transport and Trade Corporation, a Florida corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under Section 49 of U.S.C. 11303. The Lessor represents that it has the right to lease the open top hoppers, more fully described in Schedule A hereto (the "Units"). The Lessee leased from the Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Memorandum of Lease as of this 31st day of December, 1991.

LESSEE

TECO TRANSPORT AND TRADE
CORPORATION

By *D. Bryan Baker*
Title *VP Sales & Marketing*

LESSOR

HM JOINT VENTURE
a California Joint Venture

By: HELM EQUIPMENT LEASING
CORPORATION, a general
partner

By *Michael C. Kneeling*
Title *President*

and

By: MANSBACH REALTY COMPANY,
a general partner

By *Michael Mansbach*
Title *President*

STATE OF CALIFORNIA)
) S
COUNTY OF SAN FRANCISCO)

On this 13th day of January, 1991, before me personally appeared Richard C. Kirchner me personally known, who, being by me duly sworn, says that he is President of HM JOINT VENTURE, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier
Notary Public

My Commission Expires:

July 26, 1993

[Notarial Seal]



STATE OF Florida)
) S
COUNTY OF Hillsborough)

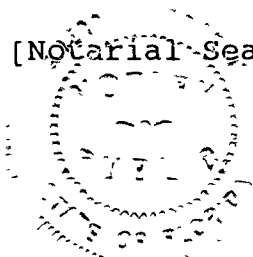
On this 31st day of December, 1991, before me personally appeared D. Bryan Bashore, to me personally known, who, being by me duly sworn says that he is V.P. - Sales & Marketing of TECO Transport & Trade Corp., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sherrn Harrison
Notary Public

NOTARY PUBLIC; STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCTOBER 18, 1995
BONDED THRU AGENT'S NOTARY BROKERAGE

My Commission Expires:

[Notarial Seal]



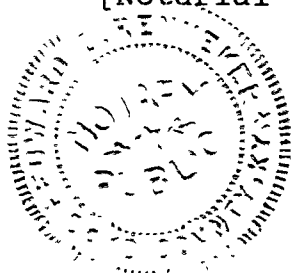
STATE OF KENTUCKY,
COUNTY OF Boyd) S

On this 7th day of January, 1998, before me personally appeared GERALD MANSBACH, to me personally known, who, being by me duly sworn says that he is PRESIDENT of MANSBACH REALTY CO., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edward B Renneker
Notary Public

My Commission Expires: 12/6/94

[Notarial Seal]



Annex A
to
Memorandum of
Lease of Railroad Equipment
Dated as of December 31, 1991

Equipment Description

One Hundred sixty-five (165) 3209 cubic foot, 100-ton capacity, roller bearing, four-pocket, open top coal hopper railcars, built by Bethlehem steel in 1966. Rebuilt by Mansbach Metal in 1986-87, however, did not receive AAR rebuilt status.

Equipment Numbers - HMJX

580004	580438	580738	580968	581222
580020	580442	580739	580982	581225
580070	580446	580740	580988	581237
580112	580478	580758	581011	581243
580126	580487	580760	581015	581245
580129	580506	580771	581016	581258
580131	580508	580772	581019	581263
580155	580512	580777	581022	581265
580173	580520	580782	581026	581270
580174	580521	580783	581027	581277
580202	580531	580786	581028	581284
580217	580533	580789	581071	581295
580219	580537	580791	581074	581297
580223	580547	580795	581076	581312
580230	580564	580803	581086	581326
580243	580571	580813	581089	581327
580245	580573	580824	581103	581363
580278	580583	580841	581104	581365
580279	580584	580843	581112	581372
580286	580607	580863	581114	581376
580287	580612	580878	581122	581378
580307	580620	580882	581125	581387
580321	580627	580886	581131	581392
580331	580631	580895	581135	581394
580342	580635	580900	581141	581395
580360	580647	580912	581142	581406
580382	580680	580915	581171	581421
580400	580711	580929	581173	581438
580405	580712	580940	581182	581448
580408	580715	580942	581204	581503
580411	580718	580943	581207	581535
580413	580730	580944	581214	581548
580421	580736	580950	581218	581599